

Baker & Taylor, Inc.  
**TERMS AND CONDITIONS OF SALE**  
 for the State of Vermont; Montpelier, VT

Baker & Taylor is pleased to offer the discount terms and conditions contained in this Exhibit C. The pricing grid below provides discounts for each product category offered by Baker & Taylor.

Product Category	Category Definition*	Price Indicator	Discount
I.	Adult Trade Hardcover Editions (Popular Fiction & Non-Fiction)	0 (zero) (Hardcover Trade Editions) C (Hardcover Computer Books)	45.7%
II.	Juvenile Trade Hardcover Editions (Popular Fiction & Non-Fiction)	J	45.7%
III.	Adult Quality Paperback Editions (Popular Fiction & Non-Fiction)	B (Paperback Trade Editions) C (Paperback Computer Books)	1 copy per title: 20.0% 2+ copies per title: 43.5%
IV.	Juvenile Quality Paperback Editions (Popular Fiction & Non-Fiction)	G	1 copy per title: 20.0% 2+ copies per title: 43.5%
V.	Mass Market Paperback Editions	P	1 copy per title: 20.0% 2+ copies per title: 43.5%
VI.	Single Edition Reinforced (Juvenile)	R	26.3%
VII.	Publisher's Library Edition (Juvenile)	Z	26.3%
VIII.	University Press Trade Editions	A	13.0%
IX.	Text, Technical, Reference, Small Press, and/or Titles of Limited Demand (May be of any binding and includes non- trade University Press titles and some spoken word audio)	S/X/N. (Text, Technical, or Reference Editions) L (Hardcover Editions from Small, Specialty Publishers or Titles of Limited Demand)**** M (Paperback Editions from Small, Specialty Publishers and/or Titles of Limited Demand)**** V/T (Returnable Specialty Textbooks) 5/6/8 (Professional Medical Titles)	S = 13.0% X = 13.0% N = 0.0%** L = 13.0%**** M = 13.0%**** V = 0.0% T = 0.0% 5 = 0.0% 6 = 0.0% 8 = 0.0%
X.	Imported English and Non-English Language Editions	F/K/1/3	F = 0.0% K = 0.0% 1 = 0.0% 3 = 0.0%
			0.0%*****
XI.	Enhanced Service Program**	Y / Q	45.0%
XII.	Spoken Word Audio (primarily abridged)	H	26.3%
XIII.	Board Books	I	26.3%
XIV.	Novelty Items/Activity Books	I	
XV.	Special Programs, such as: - Paw Prints Editions - BT Bound Editions - Playaway - Replica Books*****	D E Playaway	D = 0.0% E = 26.3% Playaway = 18.1%

\*Please see Exhibit D for full category definitions, which are attached hereto and incorporated herein by reference.

\*\*Titles which receive minimal publisher discount will be invoiced at publisher's list price.

\*\*\*Represents publishers with limited sales volume, based upon a semi-annual review and individual titles which qualify for preferred stock status, but have limited demand (calculated over a rolling 12 month period). Also represents individual titles which do not qualify for preferred stock status, based upon quarterly review. These titles may be of any binding type or publisher of origin.

\*\*\*\*Titles where Baker & Taylor receives no discount from the publisher or prepayment is required by the publisher or publishers whose titles have limited demand and/or non-commercial publishers will be invoiced at list price.

\*\*\*\*\*Unless otherwise indicated, Replica books are priced at 5.0 % off of Baker & Taylor's list price.

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**MUSIC CD/DVD**

Audiovisual materials ordered through Baker & Taylor will receive the following terms:

Price Indicator	Definition	Discount*
2	Music Compact Disc	
	Off MSRP for \$25.00 or more:	30.0%
	Off MSRP \$15.00 to \$24.99:	25.0%
	Off MSRP \$14.99 or less:	15.0%
9	DVD	26.5%

\*Titles receiving minimal supplier discount, or which are under supplier restriction, or titles produced by small, specialty vendors will be invoiced at Manufacturer's Suggested Retail Price.

List prices are manufacturer's suggested list prices, where available. In instances where no list price is supplied by the manufacturer, a list price will be assigned by Baker & Taylor.